

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF AUGUST 1, 2011 THROUGH AUGUST 31, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 – Acton Site OU3**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	4.7	\$ 3,055.00
Kathleen M. Brill	Associate	Environmental	\$305.00	1.6	\$ 488.00
TOTAL				6.3	\$ 3,543.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 26, 2011
Invoice No.: 486562
Matter No.: 08743.00088

Re: Acton Site OU3

For Professional Services rendered through August 31, 2011

Fees	\$3,543.00
Total Fees and Disbursements	<u>\$3,543.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00088
 Re: Acton Site OU3

Invoice No.: 486562
 September 26, 2011
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
08/11/11	Jaffe	P230	Review draft response to EPA comments and emails with team regarding same (0.5); review draft arsenic letter to WM and emails with team regarding same (0.4).	0.9
08/22/11	Jaffe	P230	Attention to 1,4-dioxane issue, including reviewing documents, emails with team, telephone calls with Ms. Duff, and office conference with K. Brill regarding DEP rulemaking on same (1.2).	1.2
08/23/11	Jaffe	P230	Review K. Brill memorandum regarding 1,4-dioxane regulation by DEP; email to team regarding same (0.7).	0.7
08/23/11	Brill	P230	Review 1,4-dioxane sampling requests and research status of DEP rulemaking on same (1.6).	1.6
08/24/11	Jaffe	P230	Attention to 1,4-dioxane issue (0.8).	0.8
08/25/11	Jaffe	P230	Attention to 1,4-dioxane issue, including emails with team and review of historical uses (0.6).	0.6
08/29/11	Jaffe	P230	Emails with team regarding dioxane issue (0.5).	0.5
Total Hours				6.3

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Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 486562
September 26, 2011
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Kathleen Brill	1.6	at	305.00	=	488.00
Seth D. Jaffe	4.7	at	650.00	=	3,055.00
Total Fees					\$3,543.00

Total Fees	\$3,543.00
Total Fees and Disbursements	<u>\$3,543.00</u>

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W.R. Grace & Co.

September 26, 2011
Invoice No.: 486562
Matter No.: 08743.00088

Re: Acton Site OU3

Total Fees and Disbursements

\$3,543.00

Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:
Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120
Swift #: CTZIUS33
Account # 1133945993
Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00088, Invoice #: 486562
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 101 – Acton Site OU3**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Adam P. Kahn	Partner	Environmental	\$635.00	0.7	\$ 444.50
TOTAL				0.7	\$ 444.50

Expenses

Description	Total
Photocopies	\$ 27.90
TOTAL	\$ 27.90



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 26, 2011
Invoice No.: 486563
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through August 31, 2011

Fees	\$444.50
Disbursements	<u>27.90</u>
Total Fees and Disbursements	<u>\$472.40</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 486563
September 26, 2011
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
08/04/11	Kahn	B160	Attention to quarterly filing (0.7).	0.7
			Total Hours	0.7

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Matter No.: 08743.00101
 Re: Bankruptcy Matters

Invoice No.: 486563
 September 26, 2011
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Adam P. Kahn	0.7	at	635.00	=	444.50
Total Fees					\$444.50

Disbursement Summary

<u>Date</u>		<u>Amount</u>
08/03/11	In-House Photocopying	4.50
08/05/11	In-House Photocopying	23.40
Total Disbursements		\$27.90

Total Fees	\$444.50
Total Disbursements	<u>27.90</u>
Total Fees and Disbursements	<u>\$472.40</u>

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W.R. Grace & Co.

September 26, 2011
Invoice No.: 486563
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$472.40

Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

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Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	3.0	\$ 1,950.00
Jacob N. Polatin	Partner	Real Estate	\$635.00	7.1	\$ 4,508.50
TOTAL				10.1	\$ 6,458.50



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 26, 2011
Invoice No.: 486565
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through August 31, 2011

Fees	\$6,458.50
Total Fees and Disbursements	<u>\$6,458.50</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 486565

September 26, 2011

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
08/04/11	Jaffe	P230	Attention to access issues, including review of revised template agreements and review of status of title work (0.6).	0.6
08/11/11	Polatin	P230	Review title report (2.7).	2.7
08/12/11	Polatin	P230	Review title report and draft email to S. Jaffe regarding status title (1.9).	1.9
08/12/11	Jaffe	P230	Attention to downgradient ownership issues, including email and office conference with J. Polatin and emails with team regarding same (0.8); attention to NRD issues, including emails with Mr. Sabath and team regarding notice of consent decree (0.3).	1.1
08/17/11	Polatin	P230	Arrange for additional title work (0.3).	0.3
08/23/11	Polatin	P230	Review additional title work regarding dam issue and telephone conference with M. Loria regarding title questions (1.9).	1.9
08/24/11	Polatin	P230	Conference with S. Jaffe and email to S. Jaffe, Grace and Covidien regarding title to dam (0.3).	0.3
08/24/11	Jaffe	P230	Attention to access issue, including email and office conference with J. Polatin regarding dam ownership and review, revise draft MBTA access application (1.3).	1.3
Total Hours				10.1

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 486565

September 26, 2011

Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Jacob N. Polatin	7.1	at	635.00	=	4,508.50
Seth D. Jaffe	3.0	at	650.00	=	1,950.00
Total Fees					\$6,458.50

Total Fees	\$6,458.50
Total Fees and Disbursements	<u>\$6,458.50</u>

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W.R. Grace & Co.

September 26, 2011
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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$6,458.50

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Attn: Accounts Receivable
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Boston, MA 02210-2600

Federal Tax ID : 04-2150535

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Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 486565
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 103 – Wells G&H Superfund Site**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$650.00	4.1	\$ 2,665.00
TOTAL				4.1	\$ 2,665.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 26, 2011
Invoice No.: 486566
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

For Professional Services rendered through August 31, 2011

Fees	\$2,665.00
Total Fees and Disbursements	<u>\$2,665.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 486566
 September 26, 2011
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
08/01/11	Jaffe	P230	Attention to Shaffer issues, including emails with team, L. Feldman, and EPA (0.6).	0.6
08/02/11	Jaffe	P230	Attention to preparation for 8/3 call, including review of soil management and Central Area issues (0.9).	0.9
08/03/11	Jaffe	P230	Attention to soil sampling issues, including review of EPA comments, team telephone conference, and telephone call with Ms. Duff (1.1).	1.1
08/09/11	Jaffe	P230	Review, revise draft scope of work for project coordinator and emails with team regarding same (0.6).	0.6
08/23/11	Jaffe	P230	Review draft vapor intrusion report (0.5).	0.5
08/29/11	Jaffe	P230	Attention to planning for meeting with EPA, including project coordinator issues (0.4).	0.4
Total Hours				4.1

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Matter No.: 08743.00103
Re: Wells G&H Superfund Site

Invoice No.: 486566
September 26, 2011
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	4.1	at	650.00	=	2,665.00
	Total Fees				\$2,665.00

Total Fees	\$2,665.00
Total Fees and Disbursements	<u>\$2,665.00</u>

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Adam P. Kahn
617-832-1206
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W.R. Grace & Co.

September 26, 2011
Invoice No.: 486566
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

Total Fees and Disbursements

\$2,665.00

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00103, Invoice #: 486566
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000